

16-17-102 Definitions.

In this chapter:

- (1) "Appointment of agent" means a statement appointing an agent for service of process filed by:
 - (a) a domestic or foreign unincorporated nonprofit association under Section 16-17-204; or
 - (b) a domestic entity that is not a filing entity or a nonqualified foreign entity under Section 16-17-210.
- (2) "Commercial registered agent" means an individual or a domestic or foreign entity listed under Section 16-17-204.
- (3) "Division" means the Division of Corporations and Commercial Code.
- (4) "Domestic entity" means an entity whose internal affairs are governed by the law of this state.
- (5) "Entity" means a person that has a separate legal existence or has the power to acquire an interest in real property in its own name other than:
 - (a) an individual;
 - (b) a testamentary, inter vivos, or charitable trust, with the exception of a business trust, statutory trust, or similar trust;
 - (c) an association or relationship that is not a partnership by reason of Section 202(c) of the Uniform Partnership Act (1997), or Subsection 48-1d-202(3), as appropriate pursuant to Section 48-1d-1405, or a similar provision of the law of any other jurisdiction;
 - (d) a decedent's estate; or
 - (e) a public corporation, government or governmental subdivision, agency, or instrumentality, or quasi-governmental instrumentality.
- (6) "Filing entity" means an entity that is created by the filing of a public organic document.
- (7) "Foreign entity" means an entity other than a domestic entity.
- (8) "Foreign qualification document" means an application for a certificate of authority or other foreign qualification filing with the division by a foreign entity.
- (9) "Governance interest" means the right under the organic law or organic rules of an entity, other than as a governor, agent, assignee, or proxy, to:
 - (a) receive or demand access to information concerning, or the books and records of, the entity;
 - (b) vote for the election of the governors of the entity; or
 - (c) receive notice of or vote on any or all issues involving the internal affairs of the entity.
- (10) "Governor" means a person by or under whose authority the powers of an entity are exercised and under whose direction the business and affairs of the entity are managed pursuant to the organic law and organic rules of the entity.
- (11) "Interest" means:
 - (a) a governance interest in an unincorporated entity;
 - (b) a transferable interest in an unincorporated entity; or
 - (c) a share or membership in a corporation.
- (12) "Interest holder" means a direct holder of an interest.
- (13) "Jurisdiction of organization," with respect to an entity, means the jurisdiction whose law includes the organic law of the entity.
- (14) "Noncommercial registered agent" means a person that is not listed as a commercial registered agent under Section 16-17-204 and that is:
 - (a) an individual or a domestic or foreign entity that serves in this state as the agent for service of process of an entity; or
 - (b) the individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to Subsection 16-17-203(1)(b)(ii).
- (15) "Nonqualified foreign entity" means a foreign entity that is not authorized to transact business in this state pursuant to a filing with the division.

- (16) "Nonresident LLP statement" means:
 - (a) a statement of qualification of a domestic limited liability partnership that does not have an office in this state; or
 - (b) a statement of foreign qualification of a foreign limited liability partnership that does not have an office in this state.
- (17) "Organic law" means the statutes, if any, other than this chapter, governing the internal affairs of an entity.
- (18) "Organic rules" means the public organic document and private organic rules of an entity.
- (19) "Person" means an individual, corporation, estate, trust, partnership, limited liability company, business or similar trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.
- (20) "Private organic rules" mean the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all of its interest holders, and are not part of its public organic document, if any.
- (21) "Public organic document" means the public record the filing of which creates an entity, and any amendment to or restatement of that record.
- (22) "Qualified foreign entity" means a foreign entity that is authorized to transact business in this state pursuant to a filing with the division.
- (23) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.
- (24) "Registered agent" means a commercial registered agent or a noncommercial registered agent.
- (25) "Registered agent filing" means:
 - (a) the public organic document of a domestic filing entity;
 - (b) a nonresident LLP statement;
 - (c) a foreign qualification document; or
 - (d) an appointment of agent.
- (26) "Represented entity" means:
 - (a) a domestic filing entity;
 - (b) a domestic or qualified foreign limited liability partnership that does not have an office in this state;
 - (c) a qualified foreign entity;
 - (d) a domestic or foreign unincorporated nonprofit association for which an appointment of agent has been filed;
 - (e) a domestic entity that is not a filing entity for which an appointment of agent has been filed; or
 - (f) a nonqualified foreign entity for which an appointment of agent has been filed.
- (27) "Sign" means, with present intent to authenticate or adopt a record:
 - (a) to execute or adopt a tangible symbol; or
 - (b) to attach to or logically associate with the record an electronic sound, symbol, or process.
- (28) "Transferable interest" means the right under an entity's organic law to receive distributions from the entity.
- (29) "Type," with respect to an entity, means a generic form of entity:
 - (a) recognized at common law; or
 - (b) organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity.

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